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*Amend*

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*th 1-17-12*

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: Hypoluxo Island Property Owners Association Inc.  
DOCUMENT NUMBER: 7-12, 358

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Rod Tennyson  
(Name of Contact Person)

\_\_\_\_\_  
(Firm/ Company)

301 N. Atlantic Dr.  
(Address)

Lantana FL 33462  
(City/ State and Zip Code)

Tennyson @ gate.net  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Rod Tennyson at ( 561 ) 478-7600  
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- |   |   |  |  |
|---|---|--|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input type="checkbox"/> \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed) |
|---|---|--|--|

**Mailing Address**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Articles of Amendment  
to  
Articles of Incorporation  
of

*The* Hypoluxo Island Property Owners' Association, Inc.  
(Name of Corporation as currently filed with the Florida Dept. of State)

7-12,358

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

N/A

The new name must be distinguishable and contain the word "corporation" or "incorporated" or abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

Rod Tennyson  
301 N. Atlantic Dr  
Lantana FL 33462

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

Rod Tennyson

New Registered Office Address:

301 N. Atlantic Dr

(Florida street address)

Lantana

(City)

Florida 33462  
(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Rod Tennyson  
Signature of New Registered Agent, if changing

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TALLAHASSEE FLORIDA

**If AMENDING the Officers and/or Directors, please list all officers/directors of the corporation as you now want the record to be. Please indicate the title(s), name and address for each officer/director.**

*(Our database can index up to 6 officers/directors. If you have more than 6 officers/directors, please list them on an additional sheet.)*

| <u>Title(s)</u>      | <u>Name</u>                | <u>Address</u>                                       |
|----------------------|----------------------------|--|
| 1) <u>Exec Offs</u>  | <u>Rod Tennyson</u>        | <u>301 N. Atlantic Dr</u><br><u>Lantana FL 33462</u> |
| 2) <u>Exec Offs</u>  | <u>Jennifer Spitznagel</u> | <u>205 S. Atlantic Dr</u><br><u>Lantana FL 33462</u> |
| 3) <u>Exec Offs</u>  | <u>Erica Wald</u>          | <u>613 S. Atlantic Dr</u><br><u>Lantana FL 33462</u> |
| 4) <u>Treas.</u>     | <u>Gloria Tait</u>         | <u>826 N. Atlantic Dr</u><br><u>Lantana FL 33462</u> |
| 5) <u>2nd Treas.</u> | <u>Andrea BabKie</u>       | <u>434 Beach Curve</u><br><u>Lantana FL 33462</u>    |
| 6) <u>Sec.</u>       | <u>Wendy Brown</u>         | <u>405 S. Atlantic Dr</u><br><u>Lantana FL 33462</u> |

**If REMOVING an officer and/or director, please list the title(s) and name of the officer/director to be removed:**

| <u>Title(s)</u> | <u>Name</u> | <u>Title(s)</u> | <u>Name</u> |
|-----------------|-------------|-----------------|-------------|
| 1) _____        | _____       | 4) _____        | _____       |
| 2) _____        | _____       | 5) _____        | _____       |
| 3) _____        | _____       | 6) _____        | _____       |

**E. If amending or adding additional Articles, enter change(s) here:**  
*(attach additional sheets, if necessary). (Be specific)*

See attached

*The* **HYPOLUXO ISLAND PROPERTY OWNERS' ASSOCIATION, INC.**  
*Articles of Amendment to* **ARTICLES of INCORPORATION**  
**Proposed Amendments December 2011**

**Summary:** The proposed amendments to the Charter or Articles of Incorporation are intended to give the Board of Directors the authority to convert the duties and offices of President, First Vice-president and Second Vice-president into a single three person Executive Committee to be elected by the Membership. This Executive Committee can then share these executive duties that were once mostly handled by the President. The purpose is to share the workload. Furthermore, the Charter is being amended to conform with the current By-laws.

The **detailed amendments are stated below** with new language underlined and deleted language **stricken** as follows:

**ARTICLE V**  
**Membership Meetings**

The Association shall meet twice a year. ~~once during the first week in June and once during the first week in December. If in the judgment of the Executive Committee or Association it be impractical or otherwise designated. At the December meeting, hereinafter called—~~ At the Annual Meeting, each year the Association shall elect officers and members of the Executive Committee and Board of Directors (hereinafter provided for) to serve in lieu of those whose terms expire.

Special meetings of the Association may be called by the President or Executive Committee upon his own initiative or upon the written request of ten members of the Association.

All meetings of the Association shall be called by giving at least three days notice stating the day, hour and place of meeting and the purpose thereof shall have been given.

**ARTICLE VI**  
**Officers**

A. The officers of the Association shall consist of either a President, 1st Vice President, 2<sup>nd</sup> Vice President, or at the Board of Directors discretion, a single three person officer Executive Committee in lieu of a president, first vice president and second vice president. Additional officers shall be President Pro—Tem, Secretary, and a Treasurer. ~~In addition, there shall be six Executive Committeemen, who with the officers shall constitute the Executive Committee, which shall be the governing body between membership meetings.~~

~~B. The officers who shall serve until their successors are elected are:~~

|       |                          |            |
|-------|--------------------------|------------|
| _____ | Officer _____            | Name _____ |
| _____ | President _____          |            |
| _____ | 1st Vice President _____ |            |
| _____ | 2nd Vice President _____ |            |
| _____ | Secretary _____          |            |
| _____ | Treasurer _____          |            |
| _____ | President Pro Tem _____  |            |

~~The Executive Committeemen who shall serve until their successors are elected are:~~

C. The President and Vice Presidents or the Executive Committee if established by the Board, shall perform the duties usually pertaining to such offices. The President (and Vice Presidents in his absence or inability to act) or Executive Committee member, shall preside at all regular and special meetings of the Association and of the Committee Board of Directors; shall direct the activities of the Association pursuant to and under the control of the Committee Board of Directors; shall see to the service of notice by mail or publication of all regular and special meetings with a general statement of the matters to be considered thereat.

.....

E. The Treasurer shall receive all monies of the Association flowing from membership fees or otherwise. He or she shall deposit the same in such bank or banks and/or savings institution or institutions in the name of the Association, as directed by resolutions of the Executive Committee Board of Directors and shall pay therefrom only upon the order of the President, ~~as authorized by~~ or the Executive Committee. The Treasurer, in the discretion of the Committee Board of Directors, may or may not be required to furnish bond but will keep accurate books of account which will be audited at intervals by a committee appointed by the Executive Committee Board of Directors. The Treasurer shall also keep an accurate up—to—date record of the paid—up, and delinquent membership; he or she shall sign all membership cards. He or she will be responsible for sending statements to all members for the annual dues and make an effort to collect such dues, with the assistance of a committee to be appointed at the discretion of the President or Executive Committee, if deemed necessary. He or she shall confer from time to time with the Secretary to enable both officers to have accurate membership records.

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## ARTICLE VII

### Board of Directors and Executive Committee

A. Board of Directors. The officers of the Association shall also serve on the Board of Directors. In addition there shall be a minimum of six and a maximum of nine directors who with the officers shall constitute the Board of Directors which shall be the governing body between membership meetings. The officers and directors shall serve one year terms unless re-elected.

B. Executive Committee. If established by the Board the Executive Committee, comprising ~~12~~ 3 members, shall meet ~~once a month~~ on a date mutually decided on by the Committee. Members of the Executive Committee shall be considered Officers of the Association. When necessary special meetings may be called by the Committee President.

C. Any Committee Board member who is absent from three consecutive meetings (without proper reason and adequate notice) shall be automatically dropped from the Board of Directors Committee. A Board Committee member who expects to be absent for an extended period shall appoint an alternate.

Any vacancies which occur on the Board of Directors or Executive Committee for any reason whatsoever shall be filled by the ~~other Committee members~~ Board of Directors at the next meeting following such vacancy.

Any member of the Board of Directors Executive Committee who conducts himself or herself in a committee meeting so that he or she becomes undesirable shall, upon unanimous vote of the other members of the Board Committee, be removed from office.

~~The President shall appoint his Committee Chairman at the January meeting of the Executive Committee.~~

## ARTICLE VIII

### Quorum

At any regular or special meeting of the Association ten per cent or ten members, whichever is greater, including ~~a majority of the Executive Committee present at such meetings~~ shall constitute a quorum, and at any regular or special meeting of the Board of Directors Executive Committee a majority of its members present shall constitute a quorum for the transaction of any business brought properly before such meetings.

## ARTICLE IX

### Election of Board of Directors, Officers and Executive Committee

The officers and directors of the Association shall be elected by the Membership of the Association at the Annual Meeting. One month, or more, before the Annual Meeting each year, the Board of Directors Executive Committee shall appoint a Nominating Committee, ~~of which the President shall be an Ex-Officio member,~~ consisting of five association members in good standing, at least two of whom shall be from the Board of Directors Officers or Executive Committee.

This Nominating Committee shall select a panel of names of Association members in good standing for either President, 1st Vice President, and 2nd Vice President, or select a panel of names of Association members in good standing for the Executive Committee in lieu of president and first and second vice-president. The nominating committee shall also select a panel of names of Association members in good standing for the Board of Directors, Secretary and Treasurer. ~~as well as six names for members of the Executive Committee to serve for a term of one year or until their successors are duly elected and qualified. Only a person who has served on the Executive Committee for at least one year may hold the office President. Officers may be re-elected for a maximum of four consecutive terms of one year each in the same office. If possible this panel should be submitted to the~~



Executive Committee within one week of their appointment. The ballot shall be mailed, out to each member of the Association together with the call to the annual meeting and notice of membership dues. Such ballots should be marked by members and returned promptly by mail, or may be brought to the meeting. The balloting will close at 8:15 P. M. on the evening of the meeting.

Before the annual meeting, the President shall appoint two tellers whose duty it shall be to tally the ballots received by mail before the meeting, with the addition of those received at the door prior to 8:15 P. M. This panel of names shall be compiled to the end that it be truly representative of fair cross section of all property owners in the area.

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#### **ARTICLE X**

##### **Membership Fees**

~~There shall be paid into the Treasury of the Association as an annual or ad-interim dues for the calendar year, as provided in the Bylaws.~~ the sum of Five Dollars, subject to revision as to amount by action of the Association at any annual meeting as circumstances may change. The amount of the annual dues may be increased by a majority vote of those members present at any annual meeting. All the membership dues shall fall due and be payable in advance to the Treasurer on or before the annual meeting each year. After 60 days those members in default of such payment shall be dropped from the membership list. After the first annual notice, subsequent notices and solicitations shall be the business of the membership committee.

#### **ARTICLE XII**

~~The articles of this charter of the Hypoluxo Island Property Owners' Association, Inc., may be amended upon approval of the Board of Directors~~ Executive Committee, and ratified by a majority vote of the membership of the Association present at any regular or special meeting. Written notice of such proposed changes shall be mailed to each member at least three days prior to the meeting. ~~The By Laws may be amended, altered or rescinded by a majority vote of the membership present at any regular or special meeting.~~

The date of each amendment(s) adoption: Dec. 15, 2011  
(date of adoption- required)

Effective date if applicable: 1/1/12  
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.

☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 12/16/11

Signature Rod Tennyson  
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Rod Tennyson  
(Typed or printed name of person signing)

Executive Officer  
(Title of person signing)